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17 Attorneys for Defendant  
18 Mercer Investment Consulting

19 **UNITED STATES DISTRICT COURT**  
20 **NORTHERN DISTRICT OF CALIFORNIA**  
21 **OAKLAND DIVISION**

22 CHARLES BAIRD, *et al.*,

23 Plaintiffs,

24 vs.

25 BLACKROCK INSTITUTIONAL TRUST  
26 COMPANY, N.A., *et al.*,

27 Defendants.

Case No. 4:17-cv-01892-HSG

**DECLARATION OF MATTHEW A.  
RUSSELL IN SUPPORT OF  
DEFENDANT MERCER  
INVESTMENT CONSULTING'S  
MOTION TO DISMISS PLAINTIFFS'  
SECOND AMENDED CLASS ACTION  
COMPLAINT**

1 I, Matthew A. Russell, declare and state as follows:

2 1. I am an attorney at the law firm of Morgan, Lewis & Bockius LLP, counsel for  
3 Defendant Mercer Investment Consulting (“Mercer”) in the above-referenced matter. I submit  
4 this declaration in support of the concurrently filed Defendant Mercer Investment Consulting’s  
5 Motion to Dismiss Plaintiffs’ Second Amended Class Action Complaint.

6 2. I have personal knowledge of the following facts and, if called to testify, I would  
7 testify competently thereto.

8 3. Attached hereto as Exhibit A is a true and correct copy of the Form 5500 Annual  
9 Report for the BlackRock Retirement Savings Plan (the “Plan”) for the calendar year 2017, as  
10 obtained from the U.S. Department of Labor’s website, using the “Form 5500/5500-SF Filing  
11 Search” page, located at <https://www.efast.dol.gov/portal/app/disseminate?execution=e1s1a>.  
12 This document may be located by searching the Employer Identification Number (EIN): 32-  
13 0174431. It is also my understanding that this document has been produced by the BlackRock  
14 Defendants to Plaintiffs in this case.

15 4. Attached hereto as Exhibit B is a true and correct copy of the Plan’s Participant  
16 Disclosure of Plan and Investment Related Information, dated March 17, 2017. The BlackRock  
17 Defendants previously filed this document in this case at Dkt. 35-1 (at ECF pp. 287-96), as  
18 Exhibit O to the Declaration of Meaghan VerGow in Support of Defendants’ Motion to Dismiss  
19 Plaintiff’s Class Action Complaint (Dkt. 35-1, at ECF p. 1-4). I understand that this disclosure  
20 was issued pursuant to 29 C.F.R. § 2550.404a-5, and that it has been produced by the BlackRock  
21 Defendants to Plaintiffs in this case.

22 5. Attached hereto as Exhibit C is a true and correct copy of the Guideline and Fee  
23 Agreement dated October 17, 2016, between BlackRock Institutional Trust Company, N.A. and  
24 the BlackRock Retirement Committee. The BlackRock Defendants previously filed this  
25 document in this case at ECF No. 79-3, as Exhibit S to the Declaration of Randall W. Edwards in  
26 Support of Defendants’ Motion to Dismiss Plaintiffs’ Amended Class Action Complaint (Dkt. 79-  
27 1). My understanding is that this document has been produced to Plaintiffs in this case as

1 BAIRD\_0000423-428.

2 6. Attached hereto as Exhibit D is a true and correct copy of the Plan's Participant  
3 Disclosure of Plan and Investment Related Information, dated August 20, 2013. The BlackRock  
4 Defendants previously filed this document in this case at Dkt. 35-1 (at ECF pp. 267-74), as  
5 Exhibit M to the Declaration of Meaghan VerGow in Support of Defendants' Motion to Dismiss  
6 Plaintiff's Class Action Complaint (Dkt. 35-1, at ECF p. 1-4). I understand that this disclosure  
7 was issued pursuant to 29 C.F.R. § 2550.404a-5, and that it has been produced by the BlackRock  
8 Defendants to Plaintiffs in this case.

9 7. Attached hereto as Exhibit E is a true and correct copy of the Audited Financial  
10 Statements for the Federal Thrift Savings Fund (December 31, 2017 and 2016). This document  
11 may be found at the website of the TSP's administrator, the Federal Retirement Thrift Investment  
12 Board, <https://www.frtib.gov/ReadingRoom/FinStmts/TSP-FS-Dec2017.pdf>.

13 8. Attached hereto as Exhibit F is a true and correct copy of the Form 5500 Annual  
14 Report for the Vanguard Retirement and Savings Plan for the calendar year 2016, as obtained  
15 from the U.S. Department of Labor's website, using the "Form 5500/5500-SF Filing Search"  
16 page, located at <https://www.efast.dol.gov/portal/app/disseminate?execution=els1a>. This  
17 document may be located by searching the Employer Identification Number (EIN): 23-1945930.

18 I declare under penalty of perjury under the laws of the United States that the foregoing is  
19 true and correct and that this declaration was executed on October 22, 2018.

20  
21 /s/ Matthew A. Russell

22 Matthew A. Russell